

**ACTION BY WRITTEN CONSENT
OF THE MANAGER AND BOARD OF DIRECTORS
OF
MERIDIAN RESTAURANTS UNLIMITED, LC**

February 17, 2023

Pursuant to the Utah Revised Uniform Limited Liability Company Act and the Third Amended and Restated Operating Agreement of Meridian Restaurants Unlimited, LC (the “**Company**”) dated July 8, 2019 (the “**Company Agreement**”), the undersigned, constituting the sole Manager and all of the members of the Board of Directors of the Company required to approve the actions set forth in this Action by Written Consent, acting by written consent without a meeting do hereby consent to and adopt the following resolutions with the same force and effect as if adopted at meetings of the Manager or the Board, duly called and held, effective as of the date hereof. Capitalized terms used herein and not otherwise defined shall have the meanings assigned to such terms in the Company Agreement.

Filing of Voluntary Bankruptcy Petition

WHEREAS, the Company is the sole member and equity owner of LOVELOUD Restaurants, L.C., a Utah limited liability company (“**LOVELOUD**”), which is the sole member and equity owner of each of the following: NKS Restaurants, L.C., a Utah limited liability company (“**NKS**”); HR Restaurants, L.C., a Utah limited liability company (“**HR**”); MR Restaurants, L.C., a Utah limited liability company (“**MR**”); AZM Restaurants, L.C., a Utah limited liability company (“**AZM**”); and NDM Restaurants, L.C., a Utah limited liability company (“**NDM**”, and together with LOVELOUD, NKS, HR, MR, and AZM, the “**Subsidiaries**”);

WHEREAS, pursuant to the respective Operating Agreements of the Subsidiaries, the Company has the power and authority, directly or indirectly, to direct the manage the business and affairs of each of the Subsidiaries either as Manager or through the right to appoint the Manager or Managing Owner of each of the Subsidiaries;

WHEREAS, it is proposed that the Company and each of the Subsidiaries file a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code (the “**Bankruptcy Code**”) to restructure the Company’s and each Subsidiaries’ assets and liabilities;

WHEREAS, pursuant to Section 9.7(c) of the Company Agreement the approval of the Board Representatives appointed by AGC Flame, LLC and Polar Star Capital Partners, LLC are required to cause or permit the Company to take or file any action or institute any proceeding in bankruptcy;

WHEREAS, the undersigned have had the opportunity to review, and ask questions and receive answers or explanations with respect to, the materials presented by the officers, management and advisors of the Company regarding the assets, liabilities and liquidity of the Company and the Subsidiaries, the strategic alternatives available to the Company and the Subsidiaries, and the impact of the foregoing on the Company’s and the Subsidiaries’ business; and

WHEREAS, based on current events and after consultation with officers, management, and advisors of the Company, the undersigned deem it in the best interests of the Company and each of the Subsidiaries to file a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.

NOW, THEREFORE, BE IT RESOLVED, that the Company, on behalf of itself and for each of the Subsidiaries, be, and hereby is authorized to file with the United States Bankruptcy Court for the

District of Utah (the “**Bankruptcy Court**”), a voluntary petition for relief under Chapter 11 of the Bankruptcy Code and to perform any and all such acts as the Authorized Persons (defined below) deem to be reasonable, advisable, expedient, convenient, proper or necessary to affect the foregoing.

FURTHER RESOLVED, that the duly appointed and elected officers of the Company (the “**Authorized Persons**” and each, an “**Authorized Person**”) are, and each hereby is, authorized and empowered to execute and deliver and file or cause to be filed with the Bankruptcy Court, on behalf of the Company and each of the Subsidiaries, a voluntary petition of the Company’s and the Subsidiaries’ pursuant to Chapter 11 of the Bankruptcy Code and any and all other documents necessary or appropriate in connection therewith, each in such form or forms as the Company’s bankruptcy counsel may recommend.

FURTHER RESOLVED, that the Authorized Persons be, each acting alone, are hereby authorized on behalf of the Company and each of the Subsidiaries to execute, deliver, and cause the Company and each of the Subsidiaries to file all petitions, schedules, motions, lists, applications, pleadings, consents, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals, and to take any action and perform any and all further deeds as such Authorized Person deems necessary or appropriate in connection with the Company’s petition under Chapter 11 of the Bankruptcy Code, and all such petitions so executed and delivered shall be the valid, binding, and enforceable petitions of the Company and each of the Subsidiaries;

FURTHER RESOLVED, that the Authorized Persons be, and each of them hereby is, authorized, empowered, and directed, in the name and on behalf of the Company and each of the Subsidiaries, to cause the Company and each of the Subsidiaries to enter into, execute, deliver, certify, file and/or record such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates or other documents, and to take any such other action as in the judgment of the Authorized Persons of the Company shall be or become necessary, proper, and desirable to prosecute to a successful completion the petition under Chapter 11 of the Bankruptcy Code and to carry out and put into effect the purposes of the foregoing resolutions, the transactions contemplated by these resolutions and any other matters reasonably related thereto.

FURTHER RESOLVED, that the Authorized Persons be, and each of them hereby is, authorized in the name of and on behalf of the Company and each of the Subsidiaries to do and perform or cause to be done and performed all acts and things as such Authorized Person shall deem necessary, advisable or appropriate to implement the foregoing resolutions; and to execute and deliver any agreements, certificates, instruments or documents of every character and do and perform or cause to be done and performed any other acts and things as such Authorized Persons of the Company shall deem necessary, advisable or appropriate to comply with the purposes and intent of the foregoing resolutions.


FURTHER RESOLVED, that any and all lawful actions previously or subsequently taken or caused to be taken by or on behalf of the Company and each of the Subsidiaries by the Authorized Persons of the Company, which are consistent with and in furtherance of the intent and purposes of the foregoing recitals and resolutions and the consummation of the transactions contemplated thereby, be, and they hereby are, ratified, approved and confirmed in all respects.

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IN WITNESS WHEREOF, the undersigned have adopted the foregoing resolutions as of the date first written above.

MERIDIAN:

Board Representatives:



James Winder

C&M Holding Ltd.

By: 

Name: Philippe de Bustros

Title: Authorized Signatory

Manager:

PSCP MERIDIAN, LLC

By: 

Name: James Winder

Title: Managing Member of Polar Star Capital
Partners LLC, as its Manager